

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

2-216A035

July 27, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

17905
RECORDATION NO. FILED 1425

AUG 3 1992 -2 55 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement with Rider No. 2 dated as of March 2, 1992 a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, TX 76102

AUG 3 2 10 PM '92
NOTICE OF RECORDATION

A description of the railroad equipment covered by the enclosed document is:

Twenty (20) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing marks and numbers BN 63965 through BN 63968, inclusive; BN 63982 through BN 63989, inclusive and BN 63995 through BN 64002, inclusive.

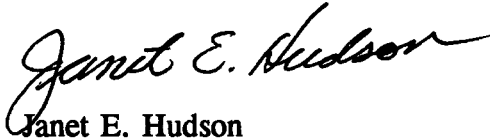
Also enclosed is a payment of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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Kindly return stamped copies of the enclosed document not needed for your files to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies, One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035. A short summary of the enclosed primary document to appear in the Commission's Index is:

Memorandum of Lease Agreement with Rider No. 2 dated as of March 2, 1992 between Greenbrier Leasing Corporation, Lessor, and Burlington Northern Railroad Company, Lessee, covering twenty (20) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing marks and numbers BN 63965 through BN 63968, inclusive; BN 63982 through BN 63989, inclusive and BN 63995 through BN 64002, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

MARCH 2, 1992

RIDER NO. 2

Memorandum of a Lease Agreement with Rider No. 2 made and entered into as of March 2, 1992 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor twenty (20) five-unit bulkhead intermodal railcars manufactured by Gunderson, Inc. of Portland, Oregon bearing marks and numbers BN 63965 through BN 63968, inclusive; BN 63982 through BN 63989, inclusive and BN 63995 through BN 64002, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, V.P.

BURLINGTON NORTHERN RAILROAD COMPANY

By: [Signature]

STATE OF OREGON

)
) ss.
)

COUNTY OF CLACKAMAS

On this 24th day of July, 1992, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF TEXAS

)
) ss.
)

COUNTY OF Tarrant

On this 23rd day of July, 1992, before me personally appeared Robert F. McKenney, to me personally known, who being by me duly sworn, says that he is the Senior Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Kelly Murray
NOTARY PUBLIC

My commission expires:

